

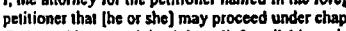
B1 (Official Form 1)(4/10)

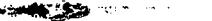
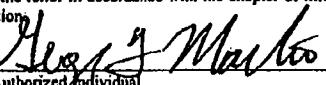
UNITED STATES BANKRUPTCY COURT District of Delaware		VOLUNTARY PETITION																																																																																																															
Name of Debtor (if individual, enter Last, First, Middle): <b>NewPage Wisconsin System Inc.</b>		Name of Joint Debtor (Spouse)(Last, First, Middle): <b>N/A</b>																																																																																																															
All Other Names used by the Debtor in the last 8 years (including married, maiden, and trade names): <b>Stora Enso North America Corp.</b>		All Other Names used by the Joint Debtor in the last 8 years (including married, maiden, and trade names): <b>N/A</b>																																																																																																															
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN (if more than one, state all): <b>39-2003332</b>		Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN (if more than one, state all): <b>N/A</b>																																																																																																															
Street Address of Debtor (No. and Street, City, and State): <b>231 First Street North Wisconsin Rapids, WI</b>		Street Address of Joint Debtor (No. and Street, City, and State): <b>N/A</b>																																																																																																															
ZIP CODE <b>54454</b>		ZIP CODE																																																																																																															
County of Residence of the Principal Place of Business: <b>Wood</b>		County of Residence of the Principal Place of Business: <b>N/A</b>																																																																																																															
Mailing Address of Debtor (if different from street address): <b>8540 Gander Creek Drive Newark, OH</b>		Mailing Address of Joint Debtor (if different from street address): <b>██████████</b>																																																																																																															
ZIP CODE <b>45342</b>		ZIP CODE																																																																																																															
Location of Principal Assets of Business Debtor (if different from street address above): <b>See Schedule 1, attached</b>																																																																																																																	
Type of Debtor (Form of Organization) (Check one box.)		Nature of Business (Check one box.)																																																																																																															
<input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on Page 2 of this form.</i> <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.) <hr/>		<input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101(51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other <b>Paper Manufacturer</b> <input type="checkbox"/> Tax-Exempt Entity <i>(Check box, if applicable.)</i> <input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).																																																																																																															
		Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box.)																																																																																																															
		<input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13																																																																																																															
		<input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding																																																																																																															
Nature of Debts (Check one box.)																																																																																																																	
<input type="checkbox"/> Debts are primarily consumer debts, in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose." <input checked="" type="checkbox"/> Debts are primarily business debts.																																																																																																																	
Filing Fee (Check one box.)		Chapter 11 Debtors																																																																																																															
<input checked="" type="checkbox"/> Full Filing Fee attached. <input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A. <input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.		Check one box: <input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D).  Check if: <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,343,300 (amount subject to adjustment on 4/01/13 and every three years thereafter).																																																																																																															
		Check all applicable boxes: <input type="checkbox"/> A plan is being filed with this petition <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).																																																																																																															
Statistical/Administrative Information* <table border="1"> <tr> <td colspan="10">THIS SPACE IS FOR COURT USE ONLY</td> </tr> <tr> <td colspan="10"> <input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors.  <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.                 </td> </tr> <tr> <td colspan="10">Estimated Number of Creditors**</td> </tr> <tr> <td>1-49</td> <td>50-99</td> <td>100-199</td> <td>200-999</td> <td>1,000-5,000</td> <td>5,001-10,000</td> <td>10,001-25,000</td> <td>25,001-50,000</td> <td>50,001-100,000</td> <td>Over 100,000</td> </tr> <tr> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input checked="" type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> </tr> <tr> <td colspan="10">Estimated Assets**</td> </tr> <tr> <td>50 to \$50,000</td> <td>\$50,001 to \$100,000</td> <td>\$100,001 to \$500,000</td> <td>\$500,001 to \$1 million</td> <td>\$1,000,001 to \$10 million</td> <td>\$10,000,001 to \$50 million</td> <td>\$50,000,001 to \$100 million</td> <td>\$100,000,001 to \$500 million</td> <td>\$500,000,001 to \$1 billion</td> <td>More than \$1 billion</td> </tr> <tr> <td><input type="checkbox"/></td> <td><input checked="" type="checkbox"/></td> <td><input type="checkbox"/></td> </tr> <tr> <td colspan="10">Estimated Liabilities**</td> </tr> <tr> <td>50 to \$50,000</td> <td>\$50,001 to \$100,000</td> <td>\$100,001 to \$500,000</td> <td>\$500,001 to \$1 million</td> <td>\$1,000,001 to \$10 million</td> <td>\$10,000,001 to \$50 million</td> <td>\$50,000,001 to \$100 million</td> <td>\$100,000,001 to \$500 million</td> <td>\$500,000,001 to \$1 billion</td> <td>More than \$1 billion</td> </tr> <tr> <td><input type="checkbox"/></td> <td><input checked="" type="checkbox"/></td> <td><input type="checkbox"/></td> </tr> </table>				THIS SPACE IS FOR COURT USE ONLY										<input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.										Estimated Number of Creditors**										1-49	50-99	100-199	200-999	1,000-5,000	5,001-10,000	10,001-25,000	25,001-50,000	50,001-100,000	Over 100,000	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Estimated Assets**										50 to \$50,000	\$50,001 to \$100,000	\$100,001 to \$500,000	\$500,001 to \$1 million	\$1,000,001 to \$10 million	\$10,000,001 to \$50 million	\$50,000,001 to \$100 million	\$100,000,001 to \$500 million	\$500,000,001 to \$1 billion	More than \$1 billion	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	Estimated Liabilities**										50 to \$50,000	\$50,001 to \$100,000	\$100,001 to \$500,000	\$500,001 to \$1 million	\$1,000,001 to \$10 million	\$10,000,001 to \$50 million	\$50,000,001 to \$100 million	\$100,000,001 to \$500 million	\$500,000,001 to \$1 billion	More than \$1 billion	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>																			
THIS SPACE IS FOR COURT USE ONLY																																																																																																																	
<input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.																																																																																																																	
Estimated Number of Creditors**																																																																																																																	
1-49	50-99	100-199	200-999	1,000-5,000	5,001-10,000	10,001-25,000	25,001-50,000	50,001-100,000	Over 100,000																																																																																																								
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>																																																																																																								
Estimated Assets**																																																																																																																	
50 to \$50,000	\$50,001 to \$100,000	\$100,001 to \$500,000	\$500,001 to \$1 million	\$1,000,001 to \$10 million	\$10,000,001 to \$50 million	\$50,000,001 to \$100 million	\$100,000,001 to \$500 million	\$500,000,001 to \$1 billion	More than \$1 billion																																																																																																								
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>																																																																																																								
Estimated Liabilities**																																																																																																																	
50 to \$50,000	\$50,001 to \$100,000	\$100,001 to \$500,000	\$500,001 to \$1 million	\$1,000,001 to \$10 million	\$10,000,001 to \$50 million	\$50,000,001 to \$100 million	\$100,000,001 to \$500 million	\$500,000,001 to \$1 billion	More than \$1 billion																																																																																																								
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>																																																																																																								
* Notwithstanding this designation, the Debtor has not determined at this time whether funds will be available for distribution to unsecured creditors																																																																																																																	
** All statistical and financial information contained herein is reported on a consolidated basis with the Debtor's affiliates and is based on the Debtor and its affiliates' Unaudited Consolidated Financial Statement for the period ending June 30, 2011																																																																																																																	

DEFENDANT'S EXHIBIT



88184001109070000000000000004

<b>Voluntary Petition</b> <i>(This page must be completed and filed in every case.)</i>		Name of Debtor(s): <b>NewPage Wisconsin System Inc.</b>	
<b>All Prior Bankruptcy Cases Filed Within Last 8 Years</b> (If more than two, attach additional sheet.)			
Location <b>Where Filed:</b> N/A		Case Number: <b>N/A</b>	
Location <b>Where Filed:</b> N/A		Date Filed: <b>N/A</b>	
<b>Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor</b> (If more than one, attach additional sheet.)			
<b>Name of Debtor:</b> <b>See Schedule 2, attached</b>		Case Number: <b>Pending</b>	
<b>District:</b> <b>District of Delaware</b>		Date Filed: <b>Date hereof</b> Relationship: <b>Affiliate</b>	
<b>Exhibit A</b>  (To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q), with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)  		<b>Exhibit B</b>  (To be completed if debtor is an individual whose debts are primarily consumer debts.)  I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I have delivered to the debtor the notice required by 11 U.S.C. § 342(b).  	
<input type="checkbox"/> <b>Exhibit A is attached and made a part of this petition.</b>			
<b>Exhibit C</b>  Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?			
<input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition. <input checked="" type="checkbox"/> No.			
<b>Exhibit D</b>  (To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)			
<input type="checkbox"/> Exhibit D completed and signed by the debtor is attached and made a part of this petition.			
If this is a joint petition: <input type="checkbox"/> Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.			
<b>Information Regarding the Debtor – Venue</b> <i>(Check any applicable box.)</i>			
<input type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District. <input checked="" type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District. <input type="checkbox"/> Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States, but is a defendant in an action or proceeding [in a federal or state court] in this District; or the interests of the parties will be served in regard to the relief sought in this District.			
<b>Certification by a Debtor Who Resides as a Tenant of Residential Property</b> <i>(Check all applicable boxes.)</i>			
<input type="checkbox"/> Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)			
 (Name of landlord that obtained judgment)			
 (Address of landlord)			
<input type="checkbox"/> Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and <input type="checkbox"/> Debtor has included with this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition. <input type="checkbox"/> Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(1)).			

<b>Voluntary Petition</b> <i>(This page must be completed and filed in every case.)</i>		<b>Name of Debtor(s)</b> <b>NewPage Wisconsin System Inc.</b>
<b>Signature(s) of Debtor(s) (Individual/Joint)</b>  I declare under penalty of perjury that the information provided in this petition is true and correct. [If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7. [If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. § 342(b).  I request relief in accordance with the chapter of title 11, United States Code, specified in this petition. 		<b>Signatures</b> <b>Signature of a Foreign Representative</b>  I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition. (Check only one box.) <input type="checkbox"/> I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. § 1515 are attached. <input type="checkbox"/> Pursuant to 11 U.S.C. § 1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached. 
X _____ <b>Signature of Debtor</b> X _____ <b>Signature of Joint Debtor</b> X _____ <b>Telephone Number (if not represented by attorney)</b>  <b>Date</b> _____		X _____ <b>(Signature of Foreign Representative)</b>  (b) _____ <b>(Printed Name of Foreign Representative)</b>  <b>Date</b> _____
<b>Signature of Attorney*</b>  PACHULSKI STANG ZIEHL & JONES LLP Laura Davis Jones (Bar No. 2436) 919 N. Market Street, 17th Floor P.O. Box 8705 Wilmington, Delaware 19899-8705 (Courier 19801) Telephone: (302) 652-4100 Facsimile: (302) 652-4400		<b>Signature of Non-Attorney Bankruptcy Petition Preparer</b>  I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19 is attached.
<b>Signature of Debtor (Corporation/Partnership)</b>  I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.  The debtor requests the relief in accordance with the chapter of title 11, United States Code, specified in this petition. 		<b>Printed Name and Title, if any, of Bankruptcy Petition Preparer</b>  Social-Security number (If the bankruptcy petition preparer is not an individual, state the Social-Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.) (Required by 11 U.S.C. § 110.)  _____ _____ <b>Address</b>  X _____ <b>Date</b> _____
X _____ <b>Signature of Authorized Individual</b> George F. Martin Printed Name of Authorized Individual President & CEO Title of Authorized Individual September 7, 2011 Date		<b>Signature of bankruptcy petition preparer or officer, principal, responsible person, or partner whose Social-Security number is provided above.</b>  Names and Social-Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual.  If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.  <i>A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both. 11 U.S.C. § 110; 18 U.S.C. § 156.</i>

**Schedule 1**  
**Location of Principal Assets**

No.	Debtor	Location of Principal Assets
1.	Chillicothe Paper Inc.	8540 Gander Creek Drive Miamisburg, OH 45342
2.	Escanaba Paper Company	7100 County Road 426 Escanaba, MI 49829
3.	Luke Paper Company	300 Pratt Street Luke, MD 21540
4.	NewPage Canadian Sales LLC	8540 Gander Creek Drive Miamisburg, OH 45342
5.	NewPage Consolidated Papers Inc.	8540 Gander Creek Drive Miamisburg, OH 45342
6.	NewPage Corporation	8540 Gander Creek Drive Miamisburg, OH 45342
7.	NewPage Energy Services LLC	8540 Gander Creek Drive Miamisburg, OH 45342
8.	NewPage Group Inc.	8540 Gander Creek Drive Miamisburg, OH 45342
9.	NewPage Holding Corporation	8540 Gander Creek Drive Miamisburg, OH 45342
10.	NewPage Port Hawkesbury Holding LLC	8540 Gander Creek Drive Miamisburg, OH 45342

11.	NewPage Wisconsin System Inc.	621 North Biron Drive Biron, WI 54495; 100 North Central Avenue Duluth, MN 55807; 433 North Main Street Kimberly, WI 54136; 1101 Mill Street Niagara, WI 54151; 707 Arlington Place Stevens Point, WI 54481; 2627 Whiting Road Stevens Point, WI 54481; and 231 First Street North Wisconsin Rapids, WI 54454
12.	Rumford Paper Company	35 Hartford Street Rumford, ME 04276
13.	Upland Resources, Inc.	8540 Gander Creek Drive Miamisburg, OH 45342
14.	Wickliffe Paper Company LLC	1724 Fort Jefferson Hill Road Wickliffe, KY 42087

**Schedule 2**

**Pending Bankruptcy Cases in the District of Delaware**  
**Filed by the Debtor and Affiliates of the Debtor**

On the date hereof, each of the affiliated entities listed below (including the debtor in this chapter 11 case) filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code in the United States Bankruptcy Court for the District of Delaware (the "Court"). A motion has been filed with the Court requesting that the chapter 11 cases of these entities be consolidated for procedural purposes only and jointly administered under the number assigned to the chapter 11 case of NewPage Corporation.

1. Chillicothe Paper Inc.
2. Escanaba Paper Company
3. Luke Paper Company
4. NewPage Canadian Sales, LLC
5. NewPage Consolidated Papers Inc.
6. NewPage Corporation
7. NewPage Energy Services LLC
8. NewPage Group Inc.
9. NewPage Holding Corporation
10. NewPage Port Hawkesbury Holding LLC
11. NewPage Wisconsin System Inc.
12. Rumford Paper Company
13. Upland Resources, Inc.
14. Wickliffe Paper Company LLC

SECRETARY'S CERTIFICATE

NEWPAGE WISCONSIN SYSTEM INC.

The undersigned hereby certifies that he is the duly elected, qualified and acting Secretary of NewPage Wisconsin System Inc., a Wisconsin corporation ("Company"), and hereby further certifies that the Company duly adopted the following resolutions by unanimous written consent dated September 6, 2011, with the same force and effect as if they had been unanimously adopted at a duly convened meeting of the Board of Directors of the Company, and that such resolutions are currently in full force and effect and have not been modified or rescinded:

**Chapter 11 Filing**

**WHEREAS**, after due and careful consideration of the financial situation of the Company and the Company's available alternatives, the Board has determined that it would be desirable and in the best interests of the Company to immediately commence voluntary proceedings under title 11 of the United States Code (the "Bankruptcy Code");

**RESOLVED**, that in the judgment of the Board, it is desirable and in the best interests of the Company, its creditors, employees, stockholders and other interested parties that a petition be filed by the Company seeking relief under the provisions of chapter 11 of the Bankruptcy Code;

**FURTHER RESOLVED**, that each of the President and Chief Executive Officer, each Vice President, the Treasurer and each other officer of the Company (each, an "Authorized Person") is hereby authorized, empowered and directed, in the name and on behalf of the Company, to execute and verify petitions and amendments or exhibits thereto under chapter 11 of the Bankruptcy Code (the "Chapter 11 Case") and to cause them to be filed in the United States Bankruptcy Court for the District of Delaware at such time or in such other jurisdiction as the Authorized Person executing those documents shall determine;

**FURTHER RESOLVED**, that in the judgment of the Board, it is desirable and in the best interests of the Company and its subsidiary [NewPage Port Hawkesbury Holding LLC/NewPage Canadian Sales LLC] (the "Subsidiary"), and its creditors, employees, and other interested parties, that petitions be filed by the Subsidiary seeking relief under the provisions of chapter 11 of the Bankruptcy Code;

**FURTHER RESOLVED**, that the Company, acting through its Authorized Persons, consents to the filing by the Subsidiary of the petition under chapter 11 of the Bankruptcy Code in the United States Bankruptcy Court for the District of Delaware;

**FURTHER RESOLVED**, that each Authorized Person and any employee or agent (including legal counsel) designated by or directed by an Authorized Person is hereby authorized, empowered and directed, in the name and on behalf of the Company, to execute and file all petitions, schedules, motions, lists, applications, pleadings, and other papers or documents

and to take and perform any and all further acts and deeds which he or she deems necessary, proper or desirable in connection with the Chapter 11 Case, with a view to the successful prosecution of the Chapter 11 case;

**Debtor-in-Possession Financing**

**WHEREAS**, NewPage Corporation has entered into a commitment letter dated August 16, 2011 with J.P. Morgan Securities LLC and JPMorgan Chase Bank, Barclays Bank PLC, Barclays Capital, and Wells Fargo Capital Finance, LLC (the "*Commitment Letter*"), documenting their commitment to provide debtor-in-possession financing to the Company, including a term loan facility in the amount of \$250 million and a revolving credit facility in the amount of up to \$50 million, as more fully described in the *Commitment Letter*, a copy of which has been made available to the Board;

**RESOLVED**, that each Authorized Person is hereby authorized, empowered and directed, in the name and on behalf of the Company, to negotiate, execute and deliver a credit agreement for the proposed debtor-in-possession financing consistent with the *Commitment Letter* in order to meet the Company's financing needs during the prosecution of the Chapter 11 Case, together with such other agreements, instruments, notes, guaranties, certificates and other documents as that Authorized Person may deem necessary, proper or desirable in order to secure the debtor-in-possession financing, and any such actions taken prior to the adoption of these resolutions is hereby approved and ratified in all respects;

**Retention of Professionals**

**RESOLVED**, that each Authorized Person is hereby authorized, empowered and directed, in the name and on behalf of the Company, to engage and retain all assistance by legal counsel, accountants, financial advisors, restructuring advisors and other professionals in connection with the Chapter 11 Case, with a view to the successful prosecution of the Chapter 11 Case;

**FURTHER RESOLVED**, that the law firm of Dewey & LeBoeuf LLP is hereby engaged as attorneys for the Company under a general retainer in the Chapter 11 Case, subject to any requisite bankruptcy court approval;

**FURTHER RESOLVED**, that the law firm of Pachulski Stang Ziehl & Jones LLP is hereby engaged as local counsel for the Company under a general retainer in the Chapter 11 Case, subject to any requisite bankruptcy court approval;

**FURTHER RESOLVED**, that Lazard Frères & Co. LLC is hereby engaged as investment banker and financial advisor to the Company in the Chapter 11 Case, subject to any requisite bankruptcy court approval;

**FURTHER RESOLVED**, that FTI Consulting Inc. is hereby engaged as financial advisor to the Company under a general retainer in the Chapter 11 Case, subject to any requisite bankruptcy court approval;

**General**

**RESOLVED**, that each Authorized Person and any employee or agent (including legal counsel) designated by or directed by an Authorized Person is hereby authorized, empowered and directed, in the name and on behalf of the Company, to cause the Company to enter into, execute, deliver, certify, file and/or record, and perform such agreements, instruments, motions, affidavits, applications for approvals or ruling of governmental or regulatory authorities, certificates or other documents, and to take such other action as in the judgment of such person shall be or become necessary, proper or desirable with a view to the successful prosecution of the Chapter 11 Case;

**FURTHER RESOLVED**, that in connection with the Chapter 11 Case, each Authorized Person and any employee or agent (including legal counsel) designated by or directed by an Authorized Person is hereby authorized, empowered and directed, in the name and on behalf of the Company, to negotiate, execute, deliver, and perform or cause the performance of any notes, guarantees, security agreements, other agreements, consents, certificates or instruments as such person considers necessary, appropriate, desirable or advisable to effectuate borrowings or other financial arrangements, such determination to be evidenced by such execution or taking of such action;

**FURTHER RESOLVED**, that each Authorized Person is hereby authorized, empowered and directed, in the name and on behalf of the Company (and any such actions heretofore taken by any of them are hereby ratified, confirmed and approved in all respects) to: (i) negotiate, execute, deliver, and/or file any and all of the agreements, documents, and instruments referenced in the foregoing resolutions, and such other agreements, documents, and instruments and assignments thereof as may be required or as that Authorized Person deems appropriate or advisable, or to cause the negotiation, execution, and delivery thereof in the name and on behalf of the Company, as the case may be, in such form and substance as that Authorized Person may approve, together with such changes and amendments to any of the terms and conditions thereof as that Authorized Person may approve, with the execution and delivery thereof on behalf of the Company by or at the direction of an Authorized Person to constitute evidence of such approval, (ii) negotiate, execute, deliver and file in the name and on behalf of the Company any and all agreements, documents, certificates, consents, filings, and applications relating to the resolutions adopted and matters ratified or approved in the foregoing resolutions and the transactions contemplated by the foregoing resolutions, and amendments and supplements to any of the foregoing, and to take such other action as may be required or as an Authorized Person deems appropriate or advisable in connection therewith, and (iii) do such other things as may be required, or as may in an Authorized Person's judgment be appropriate or advisable, in order to effectuate fully the foregoing resolutions and the consummation of the transactions contemplated by the foregoing resolutions;

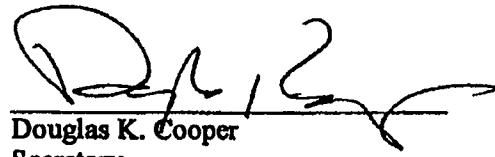
**FURTHER RESOLVED**, to the extent that any applicable law, statute or regulation provides that any limited liability company of which the Company is a member would be dissolved upon the filing of a voluntary petition in bankruptcy by a member of that limited liability company, absent the consent of the members of that limited liability company, that the Company consents to its remaining as a member of that limited liability company, and the Company hereby so consents;

**FURTHER RESOLVED**, that the Board hereby authorizes and approves the Company's entering into any amendment to the organizational documents of any of its subsidiaries or investees and other agreements, instruments or documents as may be necessary or desirable to provide that the filing of a voluntary petition in bankruptcy by the Company or any subsidiary or investee shall not cause the Company to cease being a member, partner or other equity holder of that subsidiary or investee or otherwise diminish the Company's rights in respect of that subsidiary or investee or cause the dissolution of that subsidiary or investee;

**FURTHER RESOLVED**, that each Authorized Person is hereby authorized, empowered and directed, in the name and on behalf of the Company, to execute such agreements, amendments, consents or other documents as may be necessary or desirable to effectuate the foregoing resolutions; and

**FURTHER RESOLVED**, that any and all past actions heretofore taken by any Authorized Person in the name and on behalf of the Company in furtherance of any or all of the foregoing resolutions are hereby ratified, confirmed and approved in all respects.

**IN WITNESS WHEREOF**, the undersigned has executed this certificate as of the 6<sup>th</sup> day of September, 2011.



Douglas K. Cooper  
Secretary

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

*In re*

**NEWPAGE CORPORATION, *et al.*,  
Debtors.**

## Debtors.

## Chapter 11

Case No. 11-\_\_\_\_\_ ( )

**Joint Administration Requested**

**CONSOLIDATED LIST OF CREDITORS  
HOLDING 30 LARGEST UNSECURED CLAIMS**

The following is a list of creditors holding the 30 largest unsecured claims against NewPage Corporation and certain affiliated entities as the above-captioned debtors and debtors in possession that have simultaneously commenced chapter 11 cases in this Court (collectively, the "Debtors").<sup>1</sup> This list has been prepared on a consolidated basis from the unaudited books and records of the Debtors, as of August 31, 2011. The list is prepared in accordance with Fed. R. Bankr. P. 1007(d) for filing in the Debtors' chapter 11 cases. This list does not include (i) persons who come within the definition of "insider" set forth in 11 U.S.C. § 101(31) or (ii) parties holding secured claims. The information herein shall not constitute an admission of liability by, nor is it binding on, any Debtor with respect to all or any portion of the claims listed below. Moreover, nothing herein shall affect any Debtor's right to challenge the amount or characterization of any claim at a later date.

<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, as applicable, are: Chillicothe Paper Inc. (6154), Escanaba Paper Company (5598), Luke Paper Company (6265), NewPage Canadian Sales LLC (5384), NewPage Consolidated Papers Inc. (8330), NewPage Corporation (6156), NewPage Energy Services LLC (1838), NewPage Group Inc. (2465), NewPage Holding Corporation (6158), NewPage Port Hawkesbury Holding LLC (8330), NewPage Wisconsin System Inc. (3332), Rumford Paper Company (0427), Upland Resources, Inc. (2996), and Wickliffe Paper Company LLC (8293). The Debtors' corporate headquarters is located at 8540 Gander Creek Drive, Miamisburg, OH 45342.

Name of creditor	Name, telephone number, and complete mailing address (including zip code) of creditor and employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	Indicate if claim is contingent, unliquidated, disputed, or subject to setoff <sup>2</sup>	Estimated amount of claim
HSBC BANK USA, NATIONAL ASSOCIATION	452 Fifth Avenue New York, New York 10018 Fax (212) 525-1300 Attention: Gloria Alli 212-525-1404  Gloria.alli@us.hsbc.com	NewPage Group Senior Unsecured PIK Notes		\$276,187,486
HSBC BANK USA, NATIONAL ASSOCIATION	452 Fifth Avenue New York, New York 10018 Fax (212) 525-1300 Attention: Gloria Alli 212-525-1404  Gloria.alli@us.hsbc.com	NewPage Holding Senior Unsecured PIK Notes		\$234,984,539
HSBC BANK USA, NATIONAL ASSOCIATION	452 Fifth Avenue New York, New York 10018 Fax (212) 525-1300 Attention: Gloria Alli 212-525-1404  Gloria.alli@us.hsbc.com	12% Senior Subordinated Notes		\$208,416,438
OMNOVA SOLUTIONS INC.	1701 Cornell Road Green Bay, WI 54313- 8934 Fax (920) 434-4309 Attention: Robin McCann Phone (920) 434-4309	Trade Debt		\$6,082,179

<sup>2</sup> All claims are subject to customary offsets, rebates, discounts, reconciliations, credits, and adjustments.

Name of creditor	Name, telephone number, and complete mailing address (including zip code) of creditor and employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	Indicate if claim is contingent, unliquidated, disputed, or subject to setoff <sup>2</sup>	Estimated amount of claim
THIELE KAOLIN COMPANY	520 Kaolin Road Sandersville, GA 31082-1056 Fax: (478) 552-4131 Attention: Mike Markilie Phone: (478) 552-3951	Trade Debt		\$5,181,904
NALCO COMPANY	1601 W Diehl Road Naperville, IL 60563-1252 Fax: (800) 288-0878 Attention: Sam Casale Phone: (630) 305-1000	Trade Debt		\$3,454,158
RUMFORD FALLS HYDRO LLC (BROOKFIELD RENEWABLE POWER, US OPERATIONS)	200 Donald Lynch Blvd, Suite 300 Marlborough, MA 01752 Fax: (508) 485-5207 Attention: Mel Jiganti Phone: (508) 251-7705	Asset Purchase Agreement Obligation		\$2,700,000
C. REISS COAL COMPANY	1011S 8th Street Sheboygan, WI 53081 Fax: (316) 828-9608 Attention: Bill Reiss Phone: (920) 451-8910	Trade Debt		\$2,617,878
WEST FRASER TIMBER CO. LTD	858 Beatty Street, Suite 501 Vancouver BC V6B 1C1 Fax: (604) 683-2097 Attention: Jim Stymiest Phone: (604) 895-2739	Trade Debt		\$2,525,710

Name of creditor	Name, telephone number, and complete mailing address (including zip code) of creditor and employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	Indicate if claim is contingent, unliquidated, disputed, or subject to setoff <sup>2</sup>	Estimated amount of claim
SOCIETE PCI CHIMIE CANADA (OLIN CORPORATION)	2020 Rue University Blvd. Montreal, Quebec H3A-2A5 Fax: (819) 294-1200 Attention: Linus Staskvicius Phone: (819) 294-1293	Trade Debt		\$2,341,619
SHELL ENERGY NORTH AMERICA (US), L.P.	909 Fannin Street Houston, TX 77010 Fax: (713) 265-4824 Attention: Sean Williams Phone: (713) 230-7824	Trade Debt		\$2,319,552
R.R. DONNELLY	3075 Highland Parkway Downers Grove, IL 60515 Attention: Kip Alexander E-Mail: <a href="mailto:kip.alexander@rrd.com">kip.alexander@rrd.com</a> Phone: (630) 322-6227	Customer Program	setoff	\$2,032,729
SPRAGUE ENERGY CORP	2 International Drive Portsmouth, NH 03801 Fax: (603) 766-9726 Attention: Tom Flaherty Phone: (603) 431-1000	Trade Debt		\$2,016,526
NATIONAL STARCH LLC	10 Finderne Avenue Bridgewater, NJ 08807 Fax: (908) 685-5689 Attention: Larry Batanian Phone: (800) 708-7458	Trade Debt		\$1,936,574

Name of creditor	Name, telephone number, and complete mailing address (including zip code) of creditor and employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	Indicate if claim is contingent, unliquidated, disputed, or subject to setoff <sup>2</sup>	Estimated amount of claim
EKA CHEMICALS INC.	1775 W Oak Commons St. Marietta, GA 30062-2254 Fax: (770) 321-9962 Attention: Craig White Phone: (770) 578-0858	Trade Debt		\$1,892,719
CORENSO NORTH AMERICA CORP.	800 Fremont Street Wisconsin Rapids, WI 54495 Fax: (715) 422-7874 Attention: Jeff Zimmerman Phone: (715) 422-7800	Trade Debt		\$1,853,365
ALLETE WATER SERVICES, INC. (MINNESOTA POWER)	30 W Superior Street Duluth, MN 55802 Fax: (218) 723-3962 Attention: Bob Nanti Phone: (218) 722-2641	Trade Debt		\$1,838,835
KAMIN, LLC	822 Huber Road Macon, GA 31217 Fax: (478) 745-1116 Attention: Warren Popp Phone: (800) 765-4823	Trade Debt		\$1,736,876
HARTT TRANSPORTATION SYSTEMS, INC.	262 Bromac Road Bangor, ME 04401 Fax: (207) 941-0839 Attention: Ricky Hughes Phone: (800) 341-1586	Trade Debt		\$1,723,742

Name of creditor	Name, telephone number, and complete mailing address (including zip code) of creditor and employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	Indicate if claim is contingent, unliquidated, disputed, or subject to setoff <sup>2</sup>	Estimated amount of claim
CELTIC INTERNATIONAL, INC.	7840 Graphics Dr, Suite 100 Tinley Park, IL 60477 Fax: (708) 460-9324 Attention: Mike Amerio Phone: (708) 226-9200	Trade Debt		\$1,717,553
OMYA INC.	39 Main Street Proctor, VT 05765-1178 Fax: (513) 672-2446 Attention: Bob Hurst Phone: (802) 459-3311	Trade Debt		\$1,693,491
QUAD GRAPHICS	N63 W23075 Highway 74 Sussex, WI 53089-2827 Fax: (262) 246-5420 Attention: Chris Grond Phone: (414) 566-2253	Customer Program	setoff	\$1,693,035
ACCENTURE LLP	200 Public Square, Suite 1900 Cleveland, OH 44114 Fax: (216) 535-5350 Attention: David Abood Phone (216) 535-5000	Trade Debt		\$1,692,856
SCHNEIDER NATIONAL, INC.	3101 Packerland Drive Green Bay, WI 54313 Fax: (920) 592-7731 Attention: John Shimek Phone: (920) 592-7731	Trade Debt		\$1,653,955

Name of creditor	Name, telephone number, and complete mailing address (including zip code) of creditor and employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	Indicate if claim is contingent, unliquidated, disputed, or subject to setoff <sup>2</sup>	Estimated amount of claim
ARCHER-DANIELS-MIDLAND COMPANY	4666 Faries Parkway Decatur, IL 62526 Fax: (800) 644-4648 Attention: Mike McLain Phone: (877) 871-7205	Trade Debt		\$1,612,763
KEMIRA CHEMICALS, INC.	1950 Vaughn Road Kennesaw, GA 30144 Fax: (678) 819-4585 Attention: Walt Bilynski Phone: (800) 927-3950	Trade Debt		\$1,610,334
CASCADES INC	457 Rue Marie-Victorin, CP 249 Kingsey Falls, Quebec J0A 1B0 Fax: (800) 646-3171 Attention: Tom Kurt Phone: (819) 636-5400	Trade Debt		1,582,167
KENTUCKY UTILITIES COMPANY	138 N Blair Street Morehead, KY 40351-1516 Fax: (859) 367-5839 Attention: Chuck Lane Phone: (800) 383-5582	Trade Debt		\$1,474,428
ASTEN TECHNOLOGIES, INC	4399 Corporate Road Charleston, SC 29405 Fax: (843) 202-6278 Attention: JP Bouchard Phone: (800) 529-7990	Trade Debt		\$1,426,981
BUCKMAN LABORATORIES INC.	1256 N McLean Blvd Memphis, TN 38108-1297 Fax: (901) 278-5187 Attention: Tim Schultz Phone: (800) 282-5626	Trade Debt		\$1,194,573

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

-----x  
*In re* :  
NEWPAGE WISCONSIN SYSTEM INC., : Chapter 11  
Debtor. : Case No. 11-\_\_\_\_\_ ( )  
-----x

**DECLARATION REGARDING CONSOLIDATED LIST  
OF CREDITORS HOLDING 30 LARGEST UNSECURED CLAIMS**

I, the undersigned authorized officer of NewPage Wisconsin System Inc., named as the debtor in this case, declare under penalty of perjury that I have reviewed the Consolidated List of Creditors Holding 30 Largest Unsecured Claims filed herewith and that it is true and correct to the best of my information and belief.

Dated: 9/7, 2011  
New York, New York

NEWPAGE WISCONSIN SYSTEM INC.

By:

  
Name: George F. Martin  
Title: President & CEO

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

-----x  
: *In re* :  
: :  
: NEWPAGE WISCONSIN SYSTEM INC., : Chapter 11  
: Debtor. : Case No. 11-\_\_\_\_\_ ( )  
: :  
-----x

**LIST OF EQUITY SECURITY HOLDERS**

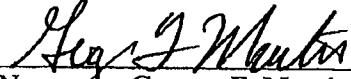
The following lists the equity security holders of NewPage Wisconsin System Inc., named as the debtor in this case, as of the date hereof. This list is being filed pursuant to Rule 1007(a)(3) of the Federal Rules of Bankruptcy Procedure.

<u>Equity Security Holder</u>	<u>Address</u>	<u>Number &amp; Kind of Interest</u>
NewPage Consolidated Papers Inc.	8540 Gander Creek Drive Miamisburg, OH 45342	200 shares of Common Stock

Dated: 9/7, 2011  
New York, New York

NEWPAGE WISCONSIN SYSTEM INC.

By:

  
Name: George F. Martin  
Title: President & CEO

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

*In re*

NEWPAGE WISCONSIN SYSTEM INC.,  
Debtor.

Chapter 11

Case No. 11-\_\_\_\_\_ ( )

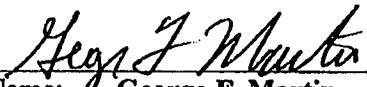
**DECLARATION CONCERNING LIST OF EQUITY SECURITY HOLDERS**

I, the undersigned authorized officer of NewPage Wisconsin System Inc., named as the debtor in this case, declare under penalty of perjury that I have reviewed the List of Equity Security Holders of NewPage Wisconsin System Inc., submitted herewith, and that it is true and correct to the best of my information and belief.

Dated: 9/7, 2011  
New York, New York

NEWPAGE WISCONSIN SYSTEM INC.

By:

  
Name: George F. Martin  
Title: President & CEO

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

-----x  
: *In re* :  
: NEWPAGE WISCONSIN SYSTEM INC., : Chapter 11  
: Debtor. : Case No. 11-\_\_\_\_\_ ( )  
: :  
-----x

**CORPORATE OWNERSHIP STATEMENT PURSUANT TO  
FEDERAL RULES OF BANKRUPTCY PROCEDURE 1007(a)(1) AND 7007.1**

Pursuant to Rules 1007(a)(1) and 7007.1 of the Federal Rules of Bankruptcy Procedure and to enable the Judges to evaluate possible disqualification or recusal, on behalf of NewPage Wisconsin System Inc., the undersigned certifies that the following entities directly or indirectly own 10% or more of any class of NewPage Wisconsin System Inc.'s equity interests:

NewPage Consolidated Papers Inc.  
NewPage Corporation  
NewPage Holding Corporation  
NewPage Group Inc.  
NewPage Investments LLC / Cerberus Capital Management, L.P.<sup>1</sup>  
Stora Enso Oyj

Dated: 9/7, 2011  
New York, New York

NEWPAGE WISCONSIN SYSTEM INC.

By:

  
Name: George F. Martin  
Title: President & CEO

<sup>1</sup> Cerberus Capital Management, L.P.'s interest is partially held through its investment funds.

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

-----X-----  
*In re* :  
NEWPAGE WISCONSIN SYSTEM INC., : Chapter 11  
Debtor. : Case No. 11-\_\_\_\_\_ ( )  
-----X-----

**DECLARATION CONCERNING CORPORATE OWNERSHIP STATEMENT**

I, the undersigned authorized officer of NewPage Wisconsin System Inc., named as the debtor in this case, declare under penalty of perjury that I have reviewed the Corporate Ownership Statement of NewPage Wisconsin System Inc., submitted herewith and that it is true and correct to the best of my information and belief.

Dated: 9/7, 2011  
New York, New York

NEWPAGE WISCONSIN SYSTEM INC.

By:

  
Name: George F. Martin  
Title: President & CEO